

**AMENDMENT NO. 2
TO SERVICES AGREEMENT
BETWEEN PACIFIC MEDICAL INC., AND
NATIVIDAD MEDICAL CENTER
FOR
ORTHOPEDIC SOFT GOODS AND DURABLE MEDICAL EQUIPMENT (DME) AND
ORTHOTICS AND PROSTHETICS (O&P) SERVICES**

This Amendment No. 2 to the Services Agreement ("Agreement") which was effective on May 1, 2015 is entered into by and between the County of Monterey, on behalf of Natividad Medical Center (hereinafter "NMC"), and Pacific Medical Inc. (hereinafter "CONTRACTOR"); (collectively, the County, NMC and CONTRACTOR are referred to as the "Parties"), with respect to the following:

RECITALS

WHEREAS, the Agreement was executed for orthopedic soft goods and durable medical equipment (DME) and orthotics and prosthetics (O&P) services with a term May 1, 2015 through April 30, 2016 and a total Agreement amount not to exceed \$100,000; and

WHEREAS, NMC and CONTRACTOR amended the Agreement on March 21, 2016 via Amendment No. 1 to extend the term for an additional one (1) year period through April 30, 2017 to allow for NMC to continue receiving goods and services and to revise the original scope of work and pricing and fees per the Compliance Officer's request with no increase to the total agreement amount; and

WHEREAS, NMC and CONTRACTOR currently wish to amend the Agreement to increase the total agreement amount due to high demand at NMC for products and services and to extend the term for three (3) additional years, adding \$225,000 for a revised total agreement amount not to exceed \$325,000 and a revised full term of May 1, 2015 through April 30, 2020.

AGREEMENT

NOW, THEREFORE, the Parties agree to amend the Agreement as follows:

The Agreement is hereby renewed on the terms and conditions as set forth in the Original Agreement and in Amendment No. 1, incorporated herein by this reference, except as specifically set forth below.

1. The last sentence of Paragraph titled "PAYMENTS BY NMC" shall be amended to the following:
"The total amount payable by NMC to CONTRACTOR under this Agreement shall not exceed the sum of \$325,000."
2. The first sentence of Paragraph titled, "TERM OF AGREEMENT" shall be amended to the following:
"The term of this Agreement is from May 1, 2015 through April 30, 2020 unless sooner terminated pursuant to the terms of this Agreement."
3. Except as provided herein, all remaining terms, conditions and provisions of the Original Agreement are unchanged and unaffected by this Amendment No. 2 and shall continue in full force and effect as set forth in the Agreement and in Amendment No. 1.
4. A copy of this Amendment No. 2 shall be attached to the Original Agreement.
5. This Amendment No. 2 shall be effective when signed by both parties.

IN WITNESS WHEREOF, the Parties hereto are in agreement with this Amendment No. 2 on the basis set forth in this document and have executed this Amendment No. 2 on the day and year set forth herein.

NATIVIDAD MEDICAL CENTER

By: _____
Gary R. Gray, DO, CEO

Date: _____

APPROVED AS TO LEGAL PROVISIONS

By: AR
Monterey County Deputy County Counsel

Date: 12-21-16

APPROVED AS TO FISCAL PROVISIONS

By: Donnelly
Monterey County Deputy Auditor/Controller

Date: 12/22/16

CONTRACTOR

PACIFIC MEDICAL, INC.

Pacific Medical Inc.

See instructions below

By: [Signature]
(Signature of: Chair, President, or Vice-President)

John Petrowsky, CEO
Name and Title

Date: 11-30-16

By: [Signature]
(Signature of: Secretary, Asst. Secretary, CFO, Treasurer, or Asst. Treasurer)

JEFF LEONARD, CFO
Name and Title

Date: 11-30-16

Instructions

If CONTRACTOR is a corporation; including limited liability and non-profit corporations, the full legal name of the corporation shall be set forth above together with the signatures of two specified officers (two signatures required).

If CONTRACTOR is a partnership; the name of the partnership shall be set forth above together with the signature of a partner who has authority to execute this Agreement on behalf of the partnership (two signatures required).

If CONTRACTOR is contracting in an individual capacity, the individual shall set forth the name of the business, if any and shall personally sign the Agreement (one signature required).